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December 10, 2003

By Federal Express

Secretary

Tennessee Regulatory Authority

460 James Robertson Parkway

Nashville, TN 37243-0505

Tele.: (615) 741-2904

03-00627

Re: Cable & Wireless plc and Cable & Wireless USA, Inc.
Application for Approval of *de minimus* Change in
Corporate Structure

Dear Sir or Madam:

Transmitted herewith on behalf of Cable & Wireless plc and Cable & Wireless USA, Inc., is the original signed CWplc verification to be associated with the above-referenced application filed on December 9, 2003.

Should additional information be necessary in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,



James A. Stenger

Encl.

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Application of)	
Cable and Wireless plc)	
And)	Docket No. _____
Cable & Wireless USA, Inc.)	
For Approval of a <i>De Minimus</i> Change)	
In Corporate Structure)	

Cable and Wireless plc ("CWplc") and Cable & Wireless USA, Inc. ("CWUSA"), through counsel, herein request the approval of the Tennessee Regulatory Authority ("TRA") for a *de minimus* change in corporate structure, to the extent that such approval may be required under regulations and policies currently in effect. In support of this request, the parties respectfully state as follows:

1. CWplc is a global telecommunications company based in the United Kingdom that has been in operation for over one hundred years and has customers in 80 countries. CWUSA is a wholly-owned indirect subsidiary of CWplc (*see* Exhibits 1 and 2). CWUSA has a Certificate of Public Convenience and Necessity ("CPCN") issued by the TRA.
2. CWUSA provides non-voice, data transmission services to businesses. Most of these services are international or interstate. CWUSA does not provide local telephone exchange service to residents or businesses in Tennessee.
3. CWplc is the controlling parent company of CWUSA. CWplc exercises ultimate control over CWUSA through a chain of subsidiaries companies. In a reorganization, CWplc is inserting a new, wholly owned subsidiary, Sable Holdings Ltd. ("Sable"), at the top of the current chain of subsidiary companies. Attached hereto as Exhibits 1 and 2 are Organizational Charts showing the chain of subsidiary companies between CWplc and CWUSA before and after the insertion of Sable, respectively. The only change in the corporate structure is the insertion of Sable, a direct wholly-owned subsidiary of CWplc, multiple steps up the CWUSA ownership chain.
4. As reflected in Exhibits 1 and 2, the insertion of Sable is a *de minimus* change in the corporate structure of CWplc. Since Sable is a wholly owned subsidiary of CWplc, CWplc controls Sable and will continue to control all of the subsidiaries below Sable. Ultimate control of CWUSA will remain with CWplc and there will be no change in control of CWUSA, the CPCN holder. The CPCN will continue to be held by CWUSA and will not be transferred to any other entity.
5. In sum, the insertion of Sable will not involve any change to CWUSA as the certificate holder, any change to CWUSA's immediate parent, or any change to CWUSA's ultimate parent and controlling entity CWplc.

6. There will be no change in the services provided by CWUSA or to the customers served by CWUSA as a result of this *de minimus* corporate reorganization.

7. For tax and business reasons, this *de minimus* corporate reorganization must be implemented before the end of calendar year 2003.

7. Accordingly, CWplc and CWUSA respectfully request that this *de minimus* corporate reorganization be approved on an expedited basis or that this request be dismissed as unnecessary under applicable rules and policies.

Respectfully submitted,

Cable and Wireless plc
Cable & Wireless USA, Inc.

By: _____

VERIFICATION

The undersigned hereby verifies that he/she is authorized to sign for the named company and that the facts stated in the foregoing Application for Approval of *De Minimus* Change In Corporate Structure are true and correct to the best of their knowledge, information and belief.

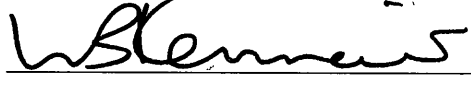
Cable and Wireless plc

By: 

Print Name: KENNETH K CHAYDON

Title: COMPANY SECRETARY

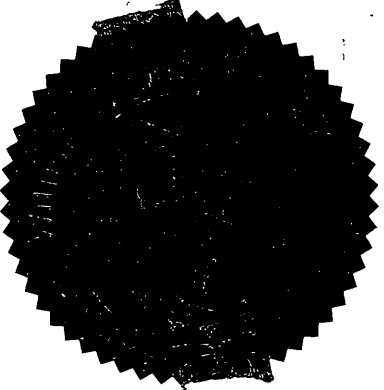
Subscribed and sworn to before me this 9th day of December, 2003,


England and Wales

Notary Public in and for

WILLIAM B. KENNAIR
Scrivener Notary
London, England

My Commission expires: My commission is for life



VERIFICATION

The undersigned hereby verifies that he/she is authorized to sign for the named company and that the facts stated in the foregoing Application for Approval of *De Minimus* Change In Corporate Structure are true and correct to the best of their knowledge, information and belief.

Cable & Wireless USA, Inc.

By: _____

Print Name: _____

Title: _____

Subscribed and sworn to before me this _____ day of December, 2003,

_____ Notary Public in and for

_____.

My Commission expires: _____

EXHIBIT 1

Cable & Wireless USA, Inc. Organizational Chart Before Addition of Sable Holding Ltd.

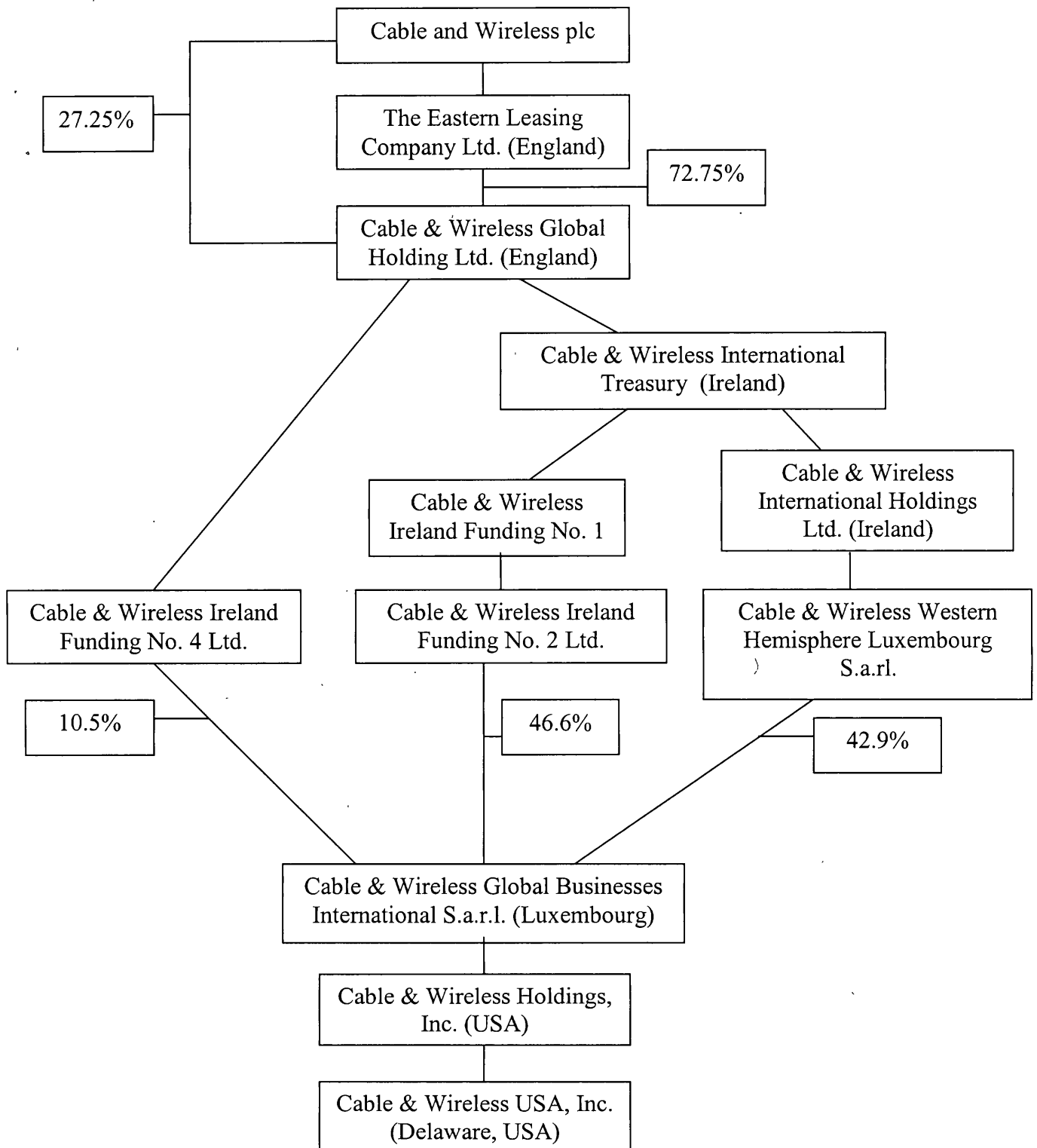


EXHIBIT 2

Cable & Wireless USA, Inc. Organizational Chart After Addition of Sable Holding Ltd.

